



## DEPARTMENT OF ENERGY

[Docket No. 15-96-LNG]

### Change In Control; Port Arthur LNG, LLC

**AGENCY:** Office of Fossil Energy and Carbon Management, Department of Energy.

**ACTION:** Notice of change in control.

**SUMMARY:** The Office of Fossil Energy and Carbon Management (FECM) (formerly the Office of Fossil Energy) of the Department of Energy (DOE) gives notice of receipt of a Statement of Change in Control (Statement) filed by Port Arthur LNG, LLC (PALNG) on December 21, 2022. The Statement describes a change in PALNG's upstream ownership. The Statement was filed under the Natural Gas Act (NGA).

**DATES:** Protests, motions to intervene, or notices of intervention, as applicable, and written comments are to be filed electronically as detailed in the **Public Comment Procedures** section no later than 4:30 p.m., Eastern time, [INSERT DATE 15 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

### ADDRESSES:

#### Electronic Filing by email:

*fergas@hq.doe.gov*.

Although DOE has routinely accepted public comment submissions through a variety of mechanisms, including postal mail and hand delivery/courier, DOE has found it necessary to make temporary modifications to the comment submission process in light of the ongoing Covid-19 pandemic. DOE is currently accepting only electronic submissions at this time. If a commenter finds that this change poses an undue hardship, please contact Office of Resource Sustainability staff at (202) 586-4749 or (202) 586-7893 to discuss the need for alternative arrangements. Once the Covid-19 pandemic health emergency is resolved, DOE anticipates

resuming all of its regular options for public comment submission, including postal mail and hand delivery/courier.

**FOR FURTHER INFORMATION CONTACT:**

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**SUPPLEMENTARY INFORMATION:**

**Summary of Change in Control**

PALNG states that, on November 22, 2022, Sempra PALNG Holdings, LLC (Sempra PALNG Member) (a wholly-owned subsidiary of Sempra Infrastructure Partners, LP (SI Partners) and the indirect upstream owner of PALNG) and ConocoPhillips Port Arthur LNG LLC (COP-PALNG Member) (a wholly-owned subsidiary of ConocoPhillips Company (COP)) entered into an equity purchase and sale agreement (Transaction) whereby COP-PALNG Member will purchase from Sempra PALNG Member a non-controlling 30 percent equity interest in Port Arthur Liquefaction Holdings, LLC (PA Liquefaction Holdings). PA Liquefaction Holdings directly holds 100 percent of the equity interest in PALNG. PALNG states that, following consummation of the Transaction, SI Partners will continue to maintain control of PALNG as the indirect 70 percent majority owner, with COP having certain minority

protections as the indirect 30 percent minority owner. PALNG further states that the Transaction is expected to close in the first quarter of 2023.

A chart illustrating the ownership structure of PALNG before and after the Transaction is attached to the Statement as Exhibit A and B, respectively. Additional details can be found in the Statement, posted on the DOE website at: [www.energy.gov/sites/default/files/2022-12/PALNG%20-%20Statement%20of%20Change%20in%20Control%2012.21.2022.pdf](http://www.energy.gov/sites/default/files/2022-12/PALNG%20-%20Statement%20of%20Change%20in%20Control%2012.21.2022.pdf).

## **DOE Evaluation**

DOE will review the Statement in accordance with its Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas (CIC Procedures).<sup>1</sup> Consistent with the CIC Procedures, this notice addresses PALNG's existing authorization to export liquefied natural gas (LNG) to non-free trade agreement (non-FTA) countries, granted in DOE/FE Order No. 4372, as amended.<sup>2</sup> If no interested person protests the change in control and DOE takes no action on its own motion, the proposed change in control will be deemed granted 30 days after publication in the *Federal Register*. If one or more protests are submitted, DOE will review any motions to intervene, protests, and answers, and will issue a determination as to whether the proposed change in control has been demonstrated to render the underlying authorizations inconsistent with the public interest.

## **Public Comment Procedures**

Interested persons will be provided 15 days from the date of publication of this notice in the *Federal Register* to move to intervene, protest, and answer PALNG's Statement.<sup>3</sup> Protests, motions to intervene, notices of intervention, and written comments are invited in response to this notice only as to the change in control described in the Statement. All protests, comments,

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<sup>1</sup> 79 FR 65541 (Nov. 5, 2014).

<sup>2</sup> PALNG's Statement also applies to its existing authorization to export LNG to FTA countries in Docket Nos. 15-53-LNG and 18-162-LNG, but DOE will respond to that portion of the filing separately pursuant to the CIC Procedures, 79 FR 65542.

<sup>3</sup> Intervention, if granted, would constitute intervention only in the change in control portion of these proceedings, as described herein.

motions to intervene, or notices of intervention must meet the requirements specified by DOE's regulations in 10 CFR part 590, including the service requirements.

As noted, DOE is only accepting electronic submissions at this time. Please email the filing to *fergas@hq.doe.gov*. All filings must include a reference to "Docket No. 15-96-LNG" in the title line, or "Port Arthur LNG, LLC Change in Control" in the title line.

**PLEASE NOTE:** Please include all related documents and attachments (*e.g.*, exhibits) in the original email correspondence. Please do not include any active hyperlinks or password protection in any of the documents or attachments related to the filing. All electronic filings submitted to DOE must follow these guidelines to ensure that all documents are filed in a timely manner.

The Statement, and any filed protests, motions to intervene, notices of intervention, and comments will be available electronically on the DOE website at:

*www.energy.gov/fecm/regulation*.

Signed in Washington, D.C., on January 22, 2023.

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Amy R. Sweeney,  
Director, Office of Regulation, Analysis, and Engagement,  
Office of Resource Sustainability.

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